

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
)
Debtors.) Jointly Administered
)
) Re: Docket No. 24584

**CERTIFICATE OF COUNSEL REGARDING STIPULATION TO AMEND
STIPULATION REGARDING CLASSIFICATION, ALLOWANCE AND
PAYMENT OF CLAIM NUMBER 18508 OF NATIONAL UNION FIRE
INSURANCE COMPANY OF PITTSBURGH, ET AL.
AND WITHDRAWING PLAN OBJECTIONS**

1. By Order (the “Order”) entered on April 7, 2010 (Docket #24584), the Bankruptcy Court approved a certain stipulation (the “Stipulation”) entitled Stipulation Regarding Classification, Allowance and Payment of Claim of National Union Fire Insurance Company of Pittsburgh, Pa., et al. (“National Union”).

2. The Stipulation addresses, among other things, Surety Bond No. ESD 7310985 dated September 19, 2000 issued on behalf of Grace by American Home Assurance Company, an affiliate of National Union, in favor of the Tennessee Department of Health and Environment in the penal sum of \$31,772,596.00 (the “Tennessee Bond”).

3. The Stipulation and Order have certain provisions that the parties desire to amend and to correct as outlined on the attached Stipulation to Amend Stipulation Regarding Classification, Allowance and Payment of Claim Number 18508 of National Union Fire Insurance Company of Pittsburgh, Et. Al. and Withdrawing Plan Objections (the “Amended Stipulation”).

4. Pursuant to the Amended Stipulation, the amount stated in paragraph 1 of the Stipulation as the Tennessee Related Claim in the amount of \$2,417,720 and repeated in the Stipulation and Order is corrected to be \$2,414,720.

5. The Tennessee Related Claim has been allowed as a Class 9 General Unsecured Claim to be paid in the same manner as all other Class 9 General Unsecured Claims under the Plan. The Amended Stipulation clarifies that interest on the \$2,414,720 amount of the claim shall be as stated in this paragraph. The surety bond premium for the Tennessee Bond up to September 19, 2000, which became due in eight equal annual installments of \$301,840, each due September 19, is as follows:

<u>Due Date</u>	<u>Premium Installment</u>
9/19/01	301,840
9/19/02	301,840
9/19/03	301,840
9/19/04	301,840
9/19/05	301,840
9/19/06	301,840
9/19/07	301,840
9/19/08	301,840
Total Premium Due For Tennessee Bond	\$2,414,720

Interest on each such installment therefore shall commence as of the due date specified above for such installment.

6. The Amended Stipulation clarifies that all rights, duties and obligations of parties arising under or relating to the Tennessee Bond, other than premium payments due prior to September 19, 2009, remain in full force and effect and are not altered by the Stipulation or the Amended Stipulation. Unless otherwise agreed by National Union and the Debtors, the premium payment that became due September 19, 2009 and each subsequent premium payment that becomes due to maintain the Tennessee Bond shall be paid by Debtors to National Union in the ordinary course of business.

7 The Debtors have circulated the Amended Stipulation to all of the parties to the Stipulation and all parties have agreed to the provision of the Amended Stipulation and have executed the Amended Stipulation.

8. As a result, the Debtors respectfully request the Court approve the Amended Stipulation attached hereto by executing the "So Ordered" provision of such Amended Stipulation.

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A handwritten signature in black ink, appearing to read "James E. O'Neill", is written over a horizontal line.

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